



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

ENTERED
06/16/2017

In re:)	Chapter 11
GENON ENERGY, INC., <i>et al.</i> , ¹)	Case No. 17-33695 (DRJ)
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 16

**ORDER (I) AUTHORIZING THE
DEBTORS TO FILE A CONSOLIDATED LIST OF
CREDITORS AND A CONSOLIDATED LIST OF THE 50 LARGEST
UNSECURED CREDITORS, (II) AUTHORIZING THE DEBTORS TO
REDACT CERTAIN PERSONAL IDENTIFICATION INFORMATION, AND
(III) APPROVING THE FORM AND MANNER OF NOTIFYING CREDITORS OF THE
COMMENCEMENT OF THESE CHAPTER 11 CASES AND OTHER INFORMATION**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services MidWest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Debtors to file a consolidated creditor matrix and list of the 50 largest general unsecured creditors in lieu of submitting separate mailing matrices and creditor lists for each Debtor, authorizing the Debtors to redact certain personal identification information, and approving the form and manner of notice of commencement of these chapter 11 cases and the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

1. The Debtors are authorized to file a single consolidated Creditor Matrix for all of these chapter 11 cases.
2. The Debtors are authorized to file a consolidated Top 50 List.
3. The Debtors are authorized to redact address information of employees listed on the Creditor Matrix; *provided*, that the Debtors shall provide an unredacted version of the Creditor Matrix to the Court, the U.S. Trustee, and any official committee of unsecured creditors appointed in these chapter 11 cases.
4. The Debtors are authorized to serve the Notice of Commencement, substantially in the form attached hereto as **Exhibit 1**, on the Creditor Matrix. Service of the Notice of Commencement shall be deemed adequate and sufficient notice of: (a) the commencement of these chapter 11 cases; and (b) the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code.
5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules for the Southern District of Texas are satisfied by such notice.
6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.
7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.
8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: 6-15, 2017
Houston, Texas



United States Bankruptcy Judge

Exhibit 1

Proposed Notice of Commencement

Information to identify the case:

Debtors: GenOn Energy, Inc. et. al.

EIN: 76-0655566

United States Bankruptcy Court for the Southern District of Texas**Case Numbers: 17-33695 (DRJ)****Official Form 309F (For Corporations or Partnerships)****Notice of Chapter 11 Bankruptcy Case****12/15**

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered. This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at www.pacer.gov).

The staff of the bankruptcy clerk's office cannot give legal advice.

Do not file this notice with any proof of claim or other filing in the case.

1. **Debtors' full name: See chart below.**

List of Jointly Administered Cases

NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
1.	GenOn Energy, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33695	76-0655566
2.	GenOn Americas Generation, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33696	51-0390520
3.	GenOn Americas Procurement, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33694	58-2588980
4.	GenOn Asset Management, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33697	46-0471966
5.	GenOn Capital Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33698	51-0410053
6.	GenOn Energy Holdings, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33699	20-3538156
7.	GenOn Energy Management, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33700	52-2321163
8.	GenOn Energy Services, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33701	56-2368220
9.	GenOn Fund 2001 LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33702	22-3850936
10.	GenOn Mid-Atlantic Development, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33703	58-2619458
11.	GenOn Power Operating Services MidWest, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33704	52-2203718
12.	GenOn Special Procurement, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33705	58-2628316
13.	Hudson Valley Gas Corporation	804 Carnegie Center, Princeton, New Jersey 08540	17-33706	13-4133279
14.	Mirant Asia-Pacific Ventures, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33707	58-2271770

NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
15.	Mirant Intellectual Asset Management and Marketing, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33708	01-0713248
16.	Mirant International Investments, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33709	58-2221577
17.	Mirant New York Services, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33710	N/A
18.	Mirant Power Purchase, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33711	90-0008747
19.	Mirant Wrightsville Investments, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33712	58-2565073
20.	Mirant Wrightsville Management, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33713	58-2565102
21.	MNA Finance Corp.	804 Carnegie Center, Princeton, New Jersey 08540	17-33714	20-3958481
22.	NRG Americas, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33715	58-2042323
23.	NRG Bowline LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33716	58-2439347
24.	NRG California North LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33717	58-2439965
25.	NRG California South GP LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33718	27-4426730
26.	NRG California South LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33719	27-4427014
27.	NRG Canal LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33720	58-2415569
28.	NRG Delta LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33721	58-2441669
29.	NRG Florida GP, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33722	27-4426639
30.	NRG Florida LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33723	74-2931711
31.	NRG Lovett Development I LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33724	35-2486327
32.	NRG Lovett LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33725	58-2439345
33.	NRG New York LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33726	26-0870144
34.	NRG North America LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33727	20-4514609
35.	NRG Northeast Generation, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33728	76-0639817
36.	NRG Northeast Holdings, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33759	51-0399148
37.	NRG Potrero LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33729	58-2441671
38.	NRG Power Generation Assets LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33730	27-4426390
39.	NRG Power Generation LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33731	27-4426207
40.	NRG Power Midwest GP LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33732	27-4426833
41.	NRG Power Midwest LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33733	52-2201498
42.	NRG Sabine (Delaware), Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33734	52-2067701
43.	NRG Sabine (Texas), Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33735	76-0555452
44.	NRG San Gabriel Power Generation LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33736	38-3770370
45.	NRG Tank Farm LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33737	26-1805302
46.	NRG Wholesale Generation GP LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33738	27-4426495
47.	NRG Wholesale Generation LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33739	20-1253947
48.	NRG Willow Pass LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33740	26-2791987

NO.	DEBTOR	ADDRESS	CASE NO.	EIN #
49.	Orion Power New York GP, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33741	52-2124975
50.	Orion Power New York LP, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33742	52-2124976
51.	Orion Power New York, L.P.	804 Carnegie Center, Princeton, New Jersey 08540	17-33743	52-2179521
52.	RRI Energy Broadband, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33744	76-0655569
53.	RRI Energy Channelview (Delaware) LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33745	52-2189717
54.	RRI Energy Channelview (Texas) LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33746	76-0615622
55.	RRI Energy Channelview LP	804 Carnegie Center, Princeton, New Jersey 08540	17-33747	76-0615623
56.	RRI Energy Communications, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33693	76-0616444
57.	RRI Energy Services Channelview LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33748	76-0615620
58.	RRI Energy Services Desert Basin, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33749	76-0625991
59.	RRI Energy Services, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33750	72-1183055
60.	RRI Energy Solutions East, LLC	804 Carnegie Center, Princeton, New Jersey 08540	17-33751	46-0471978
61.	RRI Energy Trading Exchange, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33752	76-0642320
62.	RRI Energy Ventures, Inc.	804 Carnegie Center, Princeton, New Jersey 08540	17-33753	76-0387091

2. All other names used in the last 8 years: See Rider 1.

3. Address: See chart above.

4. Debtors' attorneys

James H.M. Sprayregen, P.C. (<i>pro hac vice</i> admission pending) David R. Seligman, P.C. (<i>pro hac vice</i> admission pending) Steven N. Serajeddini (<i>pro hac vice</i> admission pending) W. Benjamin Winger (<i>pro hac vice</i> admission pending) Christopher M. Hayes (<i>pro hac vice</i> admission pending) KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP 300 North LaSalle Chicago, Illinois 60654 Telephone: (312) 862-2000 Facsimile: (312) 862-2200 Email: james.sprayregen@kirkland.com david.seligman@kirkland.com steven.serajeddini@kirkland.com benjamin.winger@kirkland.com christopher.hayes@kirkland.com	Zack A. Clement (TX Bar No. 04361550) ZACK A. CLEMENT PLLC 3753 Drummond Street Houston, Texas 77025 Telephone: (832) 274-7629 Email: zack.clement@icloud.com
-and-	<u>Debtors' notice and claims agent (for court documents and case information inquiries):</u> If by First-Class Mail: GenOn Energy, Inc. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC P.O. Box 4419 Beaverton, OR 97076-4419 If by Hand Delivery or Overnight Mail: GenOn Energy, Inc. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC 10300 SW Allen Blvd. Beaverton, OR 97005 U.S. toll-free: 888-729-1597 International: 503-597-5606 Email: GenOn@epiqsystems.com Case website: http://dm.epiq11.com/GenOn

5.

Bankruptcy clerk's office

Documents in this case may be filed at this address.

You may inspect all records filed in this case at this office or online at www.pacer.gov.

**United States Courthouse
515 Rusk Avenue
Houston, Texas 77002**

**Hours open: Monday – Friday
8:00 AM – 5:00 PM
Contact phone: 713-250-5500**

6.

Meeting of creditors

The debtor's representative must attend the meeting to be questioned under oath.

Creditors may attend, but are not required to do so.

Time and Date To be Determined

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

Location:

7. Proof of claim deadline

Deadline for filing proof of claim: Not yet set. If a deadline is set, notice will be sent at a later time.
 A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.

Your claim will be allowed in the amount scheduled unless:

- Your claim is designated as disputed, contingent or unliquidated;
- You file a proof of claim in a different amount; or
- You receive another notice

If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at www.pacer.gov

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.

8. Exception to discharge deadline

The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.

You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(6)(A).

Deadline for filing the complaint: To be Determined

9. Creditors with a foreign address

If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

10. Filing a Chapter 11 bankruptcy case

Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.

11. Discharge of debts

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.

Rider 1**Other Names Used in the Last 8 Years**

Current Entity Name	Former Names
GenOn Energy, Inc.	RRI Energy, Inc.
GenOn Americas Generation, LLC	Mirant Americas Generation, LLC
GenOn Americas Procurement, Inc.	Mirant Americas Procurement, Inc.
GenOn Asset Management, LLC	RRI Energy Asset Management, LLC
GenOn Capital Inc.	Mirant Capital, Inc.
GenOn Energy Holdings, Inc.	Mirant Corporation
GenOn Energy Management, LLC	Mirant Energy Trading, LLC
GenOn Energy Services, LLC	RRI Energy Corporate Services, LLC
GenOn Fund 2001 LLC	Mirant Fund 2001, LLC
GenOn Mid-Atlantic Development, LLC	GenOn PJM Development, LLC
GenOn Power Operating Services Midwest, Inc.	Mirant Dickerson Development, LLC
GenOn Special Procurement, Inc.	Orion Power Operating Services Midwest, Inc.
NRG Americas, Inc.	Mirant Special Procurement, Inc.
NRG Americas, Inc.	GenOn Americas, Inc.
NRG Bowline LLC	Mirant Americas, Inc.
NRG California North LLC	GenOn Bowline, LLC
NRG California South GP LLC	Mirant Bowline, LLC
NRG California South LP	GenOn California North, LLC
NRG Canal LLC	Mirant California, LLC
NRG Delta LLC	GenOn West GP, LLC
NRG Florida GP, LLC	GenOn West, LP
NRG Florida LP	GenOn Canal, LLC
NRG Lovett LLC	Mirant Canal, LLC
NRG New York, LLC	GenOn Delta, LLC
NRG North America LLC	Mirant Delta, LLC
NRG Northeast Generation, Inc.	GenOn Florida GP, LLC
NRG Northeast Holdings, Inc.	GenOn Florida, LP
NRG Potrero LLC	RRI Energy Florida, LLC
NRG Power Generation Assets LLC	GenOn Lovett, LLC
NRG Power Generation LLC	Mirant Lovett, LLC
NRG Power Midwest GP LLC	GenOn New York, LLC
NRG Power Midwest LP	Mirant New York, LLC
NRG Sabine (Delaware), Inc.	GenOn North America, LLC
NRG Sabine (Texas), Inc.	Mirant North America, LLC
NRG San Gabriel Power Generation LLC	GenOn Northeast Generation, Inc.
NRG Tank Farm LLC	RRI Energy Northeast Generation, Inc.
NRG Wholesale Generation GP LLC	GenOn Northeast Holdings, Inc.
NRG Wholesale Generation LP	RRI Energy Northeast Holdings, Inc.
NRG Willow Pass LLC	GenOn Potrero, LLC
RRI Energy Services, LLC	Mirant Potrero, LLC
	GenOn Power Generation Assets, LLC
	GenOn Power Generation, LLC
	GenOn Power Midwest GP, LLC
	GenOn Power Midwest, LP
	Orion Power Midwest, L.P.
	GenOn Sabine (Delaware), Inc.
	RRI Energy Sabine (Delaware), Inc.
	GenOn Sabine (Texas), Inc.
	RRI Energy Sabine (Texas), Inc.
	San Gabriel Power Generation, LLC
	GenOn Tank Farm, LLC
	Mirant Tank Farm, LLC
	GenOn Wholesale Generation GP, LLC
	GenOn Wholesale Generation, LP
	RRI Energy Wholesale Generation, LLC
	GenOn Willow Pass, LLC
	Mirant Willow Pass, LLC
	RRI Energy Services, Inc.